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September 24, 1999

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-10/04/99-01117-009  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32309

RE: *Signs, Signs, Signs, Inc./Merger*

Dear Sir or Madam:

Enclosed herewith please find the following documents for filing:

1. Agreement of Merger and Plan of Merger and Reorganization;
2. Unanimous Consent of the Sole Shareholder; and
3. Unanimous Consent of the Board of Directors.

Also enclosed is our firm's check in the amount of \$70.00 representing a \$35.00 fee on behalf of *Signs, Signs, Signs, Inc. (New Jersey)* and a \$35.00 fee on behalf of *Signs, Signs, Signs, Inc. (Florida)*.

Kindly file the enclosed merger documents and provide proof of filing to the undersigned.

Thank you for your assistance.

Very truly yours,

Mitchell B. Kirschner

MBK/da  
Enclosures  
cc: Jerry Lewin, CPA

FILED  
99 OCT -4 PM 3:45  
OFFICE OF STATE  
CLERK  
TALLAHASSEE, FLORIDA

999 0000 79258  
MAY 10-4-99  
APX CM

ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

SIGNS, SIGNS, SIGNS, INC., a nonqualified New Jersey corporation

INTO

**SIGNS, SIGNS, SIGNS, INC.,** a Florida entity, P99000079258.

File date: October 4, 1999

Corporate Specialist: Carol Mustain



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

October 14, 1999

MANDEL, WEISMAN & KIRSCHNER, P.A.  
% MITCHELL KIRSCHNER  
2101 CORPORATE BLVD., SUITE 300  
BOCA RATON, FL 33431

Re: Document Number P99000079258

The Articles of Merger were filed October 4, 1999, for SIGNS, SIGNS, SIGNS, INC., the surviving Florida entity.

Should you have any further questions concerning this matter, please feel free to call (850) 487-6050, the Amendment Filing Section.

Carol Mustain  
Corporate Specialist  
Division of Corporations

Letter Number: 799A00049525

**AGREEMENT OF MERGER AND PLAN OF  
MERGER AND REORGANIZATION**

Agreement of Merger and Plan of Reorganization dated August 30, 1999 by and between Signs, Signs, Signs, Inc., a New Jersey corporation (hereinafter sometimes called "SSSNJ") and Signs, Signs, Signs, Inc., a Florida corporation (hereinafter sometimes called "SSSFL").

**WHEREAS:**

1. The Board of Directors of SSS NJ and SSS FL have resolved that SSSNJ be merged and pursuant to the General Corporation Law of the State of Florida (F.S. 607) and Business Corporation Law of the State of New Jersey into a single corporation existing under the laws of the State of Florida, to wit, SIGNS, SIGNS, SIGNS, INC., a Florida corporation, which shall be the surviving corporation (such corporation in its capacity as such surviving corporation being sometimes referred to herein as the "Surviving Corporation") in a transaction qualifying as a reorganization within the meaning of Section 368(a)(1)(F) of the Internal Revenue Code;

2. The authorized capital stock of SSS NJ consists of One Thousand (1000) shares of Common Stock with a par value of \$ -0- per share (hereinafter called "SSS NJ Common Stock"), of which 1,000 shares are issued and outstanding;

3. The authorized capital stock of SSS FL consists of 1,000 shares of Common Stock of no par value (hereinafter called "SSS FL Common Stock"), 1,000 shares of which are issued and outstanding; and

4. The respective Boards of Directors of SSS NJ and SSS FL have approved the merger upon the terms and conditions hereinafter set forth and have approved this Agreement;

NOW, THEREFORE, in consideration of the premises and the mutual agreements, provisions, and covenants herein contained, the parties hereto hereby agree in accordance with the General Corporation Law of the State of Florida and the Business Corporation Law of the State of New Jersey that SSS NJ shall be, at the Effective Date (as hereinafter defined), merged (hereinafter called "Merger") into a single corporation existing under the laws of the State of Florida, to wit, SSS FL, which shall be the Surviving Corporation, and the parties hereto adopt and agree to the following agreements, terms, and conditions relating to the Merger and the mode of carrying the same into effect.

1. Stockholders' Meetings; Filings; Effects of Merger

1.1 SSS NJ Stockholders' Meeting. SSS NJ shall call a meeting of its stockholders to be held in accordance with the Business Corporation Law of the State of New Jersey

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99 OCT 4 PM 3:55  
CLERK OF SUPERIOR COURT  
JACKSONVILLE, FLORIDA

at the earliest practicable date, upon due notice thereof to its stockholders to consider and vote upon, among other matters, adoption of this Agreement.

1.2 Action by SSS NJ as Sole Stockholder of SSS FL. On or before September 10, 1999, SSS NJ, as the sole stockholder of SSS FL, shall adopt this Agreement in accordance with the General Corporation Law of the State of Florida.

1.3 Filing of Certificate of Merger; Effective Date. If (a) this Agreement is adopted by the stockholders of SSS NJ in accordance with the Business Corporation Law of the State of New Jersey, (b) this Agreement has been adopted by SSS NJ as the sole stockholder of SSS FL, in accordance with the General Corporation Law of the State of Florida, and (c) this Agreement is not thereafter, and has not theretofore been, terminated or abandoned as permitted by the provisions hereof, then a Certificate of Merger shall be filed and recorded in accordance with the General Corporation Law of the State of Florida and Articles of Merger shall be filed in accordance with the Business Corporation Law of the State of New Jersey. Such filings shall be made on the same day. The Merger shall become effective at 9:00 A.M. on the calendar day following the day of such filing in Florida, which date and time are herein referred to as the "Effective Date".

1.4 Certain Effects of Merger. On the Effective Date, the separate existence of SSS NJ shall cease, and SSS NJ shall be merged into SSS FL which, as the Surviving Corporation, shall possess all the rights, privileges, powers, and franchises, of a public as well as of a private nature, and be subject to all the restrictions, disabilities, and duties of SSS NJ; and all and singular, the rights, privileges, powers, and franchises of SSS NJ, and all property, real, personal, and mixed, and all debts due to SSS NJ on whatever account, as well for stock subscriptions and all other things in action or belonging to SSS NJ, shall be vested in the Surviving Corporation; and all property, rights, privileges, powers, and franchises, and all and every other interest shall be thereafter as effectually the property of the Surviving Corporation as they were of SSS NJ, and the title to any real estate vested by deed or otherwise, under the laws of Florida or New Jersey or any other jurisdiction, in SSS NJ, shall not revert or be in any way impaired; but all rights of creditors and all liens upon any property of SSS NJ shall be preserved unimpaired, and all debts, liabilities, and duties of SSS NJ shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities, and duties had been incurred or contracted by it. At any time, or from time to time, after the Effective Date, the last acting officers of SSS NJ or the corresponding officers of the Surviving Corporation, may, in the name of SSS NJ, execute and deliver all such proper deeds, assignments, and other instruments and take or cause to be taken all such further or other action as the Surviving Corporation may deem necessary or desirable in order to vest, perfect, or confirm in the Surviving Corporation title to and possession of all SSS NJ's property, rights, privileges, powers, franchises, immunities, and interests and otherwise to carry out the purposes of this Agreement.

## 2. Name of Surviving Corporation; Certificate of Incorporation; By-Laws.

2.1 Name of Surviving Corporation. The name of the Surviving Corporation from

and after the Effective Date shall be **SIGNS, SIGNS, SIGNS, INC.**

2.2 Certificate of Incorporation. The Certificate of Incorporation of Signs, Signs, Signs, Inc.(FL) as in effect on the date hereof shall from and after the Effective Date be, and continue to be, the Certificate of Incorporation of the Surviving Corporation until changed or amended as provided by law except that Article FIRST shall remain in accordance with 2.1 hereof without need for amendment.

2.3 By-Laws. The By-Laws of SSSFL, as in effect immediately before the Effective Date, shall from and after the Effective Date be, and continue to be, the By-Laws of the Surviving Corporation until amended as provided therein.

### 3. Status and Conversion of Securities.

The manner and basis of converting the shares of the capital stock of SSS NJ and the nature and amount of securities of SSS FL which the holders of shares of SSS NJ Common Stock are to receive in exchange for such shares as follows:

3.1 SSS NJ Common Stock. Each one share of SSS NJ Common Stock which shall be issued and outstanding immediately before the Effective Date shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted at the Effective Date into one fully paid share of Signs, Signs, Signs, Inc. (FL) Common Stock, and outstanding certificates representing shares of SSS NJ Common Stock shall thereafter represent shares of SSS FL Common Stock. Such certificates may, but need not be, exchanged by the holders thereof after merger becomes effective for new certificates for the appropriate number of shares bearing the name of the Surviving Corporation.

3.2 SSS FL Common Stock Held by SSS NJ. All issued and outstanding shares of SSS FL Common Stock held by SSS NJ immediately before the Effective Date shall, by virtue of the Merger and at the Effective Date, cease to exist and certificates representing such shares shall be cancelled.

### 4. Miscellaneous.

4.1 This Agreement of Merger may be terminated and the proposed Merger abandoned at any time before the Effective Date of the Merger, and whether before or after approval of this Agreement of Merger by the shareholders of SSS NJ, if the Board of Directors of SSS NJ or of the Surviving Corporation duly adopt a resolution abandoning this Agreement of Merger.

4.2 For the convenience of the parties hereto and to facilitate the filing of this Agreement of Merger, any number of counterparts hereof may be executed; and each such counterpart shall be deemed to be an original instrument.

IN WITNESS WHEREOF, this Agreement has been executed by SSS NJ and SSS FL all on the date first above written.

ATTEST:

"SSSNJ"

SIGNS, SIGNS, SIGNS, INC., a New Jersey corporation

Serge B. [Signature]  
Secretary

By: Serge B. [Signature]  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

(SEAL)

ATTEST:

"SSSFL"

SIGNS, SIGNS, SIGNS, INC., a Florida corporation

Serge B. [Signature]  
Secretary

By: Serge B. [Signature]  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

(SEAL)

**UNANIMOUS CONSENT OF THE SOLE SHAREHOLDER**

**OF**

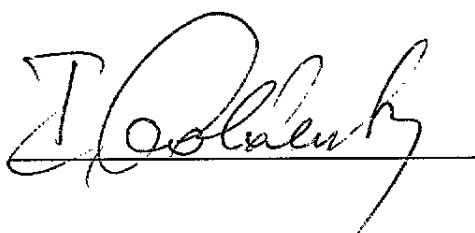
**SIGNS, SIGNS, SIGNS, INC. (FLORIDA)**

The undersigned, being the sole shareholder of Signs, Signs, Signs, Inc., a Florida corporation, hereby consents to the adoption of the following resolutions as though such were adopted at a duly noticed special meeting of shareholder held on August 30, 1999.

RESOLVED, that the Corporation merger with Signs, Signs, Signs, Inc., a New Jersey corporation pursuant to the Agreement of Merger and Plan of Merger and Reorganization, a copy of which is attached to these minutes; and

FURTHER RESOLVED, that the Agreement of Merger and Plan of Merger and Reorganization is approved and adopted.

ATTEST:



SIGNS, SIGNS, SIGNS, INC., a New Jersey corporation

By:   
SERGEY BIRBRAIR

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CLERK OF STATE  
TALLAHASSEE, FLORIDA



**UNANIMOUS CONSENT OF THE BOARD OF DIRECTORS  
AND THE SOLE SHAREHOLDER OF  
SIGNS, SIGNS, SIGNS, INC. (FLORIDA)**

The undersigning being the Sole Director of **SIGNS, SIGNS, SIGNS, INC.**, a Florida corporation (the "Corporation") hereby consent to the adoption of the following resolutions as though such had been duly adopted at a meeting of the Board of Directors held on August 30, 1999:

RESOLVED, that the Board of Directors of the Corporation hereby determines that the merger of this Corporation with Signs, Signs, Signs, Inc., a New Jersey corporation ("SSSNJ") upon the terms set forth in the Agreement of Merger and Plan of Merger and Reorganization submitted to this Board, a copy of which is attached hereto, is in the best interests of this Corporation and is recommended as acceptable to the Corporation's sole stockholder; and

FURTHER RESOLVED, that the form and consents of the draft of the Agreement of merger and Plan of Merger and Reorganization, to be entered into between this Corporation and SSSNJ presented to this meeting is hereby approved and adopted; and


FURTHER RESOLVED, that the Chairman of the Board, the President, or any Vice President and the Secretary or an Assistant Secretary of this Corporation are authorized and directed in the name and on behalf of this Corporation and Merger and Plan of Merger and Reorganization in the form or substantially the form of the draft thereof presented to this meeting, with such changes therein as the said officers may approve, their execution thereof to be conclusive evidence of such approval; and

FURTHER RESOLVED, that upon due approval of the Agreement of Merger and Plan of Merger and Reorganization by the sole stockholder of this Corporation and by the stockholders of Signs, Signs, Signs, Inc., a New Jersey corporation that the proper officers of this Corporation be and hereby are authorized and directed to file a Certificate of Merger in the State of Florida, Articles of Merger in New Jersey and such other certificates or documents as may be necessary or desirable to effectuate the Merger; and


FURTHER RESOLVED, that the proper officers of this Corporation be, and they hereby are, authorized and directed to take such additional action as may be necessary or desirable to effect the intent of the foregoing resolutions; and

FURTHER RESOLVED, that this Unanimous Consent be filed in this Corporation's minute books.

**SIGNS, SIGNS, SIGNS, INC.**, a Florida corporation

By: , Secretary

ATTEST:

By: , President